



U.S. Department of Justice

Washington, D.C. 20530

MAR -6 2018

David J. Apol, Acting Director
and General Counsel
Office of Government Ethics
Suite 500
1201 New York Avenue, NW
Washington, DC 20005-3919

Dear Mr. Apol:

In accordance with the provisions of Title I of the Ethics in Government Act of 1978 as amended, I am forwarding the financial disclosure report of Thomas T. Cullen. President Trump has nominated Mr. Cullen to serve as United States Attorney for the Western District of Virginia.

We have conducted a thorough review of the enclosed report and have counseled Mr. Cullen on the ethics rules. Although it is not possible to provide for all of the specific circumstances which might give rise to a financial conflict of interest because the work of United States Attorneys involves a wide variety of matters involving specific parties, and it is not possible to predict where conflicts will arise until specific parties are identified, we have counseled Mr. Cullen on the applicable conflict-of-interest laws and regulations and, in particular, on the application of 18 U.S.C. § 208.

As required by 18 U.S.C. § 208 and the provisions of 5 C.F.R. § 2635.401 *et seq.*, Mr. Cullen will not participate personally and substantially in any particular matter in which he knows that he has a financial interest directly and predictably affected by the matter, or in which he knows that a person whose interests are imputed to him has a financial interest directly and predictably affected by the matter, unless he first obtains a written waiver, pursuant to Section 208(b)(1), or qualifies for a regulatory exemption, pursuant to Section 208(b)(2). Mr. Cullen understands that the interests of the following persons are imputed to him: his spouse; minor children; any general partner of a partnership in which he is a limited or general partner; any organization in which he serves as an officer, director, trustee, general partner or employee; and any person or organization with which he is negotiating or has an arrangement concerning prospective employment. In determining whether a particular matter has a direct and predictable effect on his financial interests or on those of any other person whose interests are imputed to him, Mr. Cullen will consult with the Executive Office for United States Attorneys (EOUSA), General Counsel's Office, and will follow the procedures outlined in the United States Attorneys' Manual, Section 3-2.170 *et seq.* As stated in the attachment to this Ethics Agreement, Mr. Cullen understands and agrees to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in this agreement.

Upon confirmation, Mr. Cullen will resign from his position with Woods Rogers PLC. Pursuant to the firm's operating agreement, Mr. Cullen will receive a fixed lump sum payment of his capital account before he assumes the duties of his position. Also upon his resignation from the firm, and pursuant to the firm's operating agreement, he will receive his final income distribution, to be calculated and fixed as of the date of his withdrawal, before he assumes the duties of his position. Mr. Cullen will also receive a discretionary bonus payment that is based on his fiscal year 2017 performance and his total collections before he assumes the duties of his position, or he will forfeit it. If he receives the bonus, for a period of two years after his receipt of this bonus, he will not participate personally and substantially in any particular matter involving specific parties in which he knows Woods Rogers PLC is a party or represents a party, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.503(c). If he does not receive the bonus, he will not participate personally and substantially in any particular matter involving specific parties in which he knows Woods Rogers PLC is a party or represents a party for a period of one year from the date of his withdrawal from the firm, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). In addition, he will not participate personally and substantially in any particular matter involving specific parties in which he knows a former client of his is a party or represents a party for a period of one year after he last provided service to that client, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Mr. Cullen resigned from his uncompensated position with the City of Roanoke Department of Economic Development in September 2017. He also resigned from his uncompensated position with the Council on Virginia's Future in October 2017. For a period of one year after his resignation from each of these organizations, he will not participate personally and substantially in any particular matter involving specific parties in which he knows that organization is a party or represents a party, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

If Mr. Cullen relies on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of his financial interests in securities, he will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, he will not participate personally and substantially in the particular matter that to his knowledge has a direct and predictable effect on the interests, unless he first obtains a written waiver pursuant to 18 U.S.C. § 208(b)(1).

If Mr. Cullen relies on a *de minimis* exemption under 5 C.F.R. § 2640.201(b) with regard to any financial interests in sector mutual funds, he will monitor the value of those interests. If the aggregate value of his interests in sector mutual funds that concentrate in any one sector exceeds \$50,000, he will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on the financial interests of any holdings of the funds that are in the specific sector in which the funds concentrate, unless he first obtains a written waiver pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

Mr. Cullen, along with his spouse, own AB Gray Properties, LLP. Upon confirmation, Mr. Cullen will resign from his position as Managing Partner of AB Gray Properties, LLP. He will

continue to have a financial interest in this entity, but he will not provide services material to the production of income. Instead he will receive only passive investment income from it. He will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on the financial interests of AB Gray Properties, LLP, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

If Mr. Cullen has a managed account or otherwise uses the services of an investment professional during his appointment, he will ensure that the account manager or investment professional obtains his prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the exemption at 5 C.F.R. § 2640.201(a), or obligations of the United States.

Mr. Cullen has been advised that the duties of the position of United States Attorney may involve particular confidential matters identified by the United States Attorney's Office (USAO) that may affect his financial interests. EOUSA has determined that it is not necessary at this time for Mr. Cullen to divest his financial interests because his recusal from particular matters in which these interests pose a conflict of interest will not substantially limit his ability to perform the essential duties of the position of United States Attorney. Immediately upon confirmation, EOUSA will prepare recusals for all particular matters in which Mr. Cullen will not be granted a waiver or will not qualify for a regulatory exemption.

The USAO has conducted a conflict review, and has found no additional conflicts of interest. Should additional conflicts arise, the USAO will seek the necessary waiver(s) or recusal(s) of the nominee immediately upon his confirmation. An appropriate screening mechanism will be identified and immediately upon appointment of the new United States Attorney, all USAO personnel will be advised in writing of all matters in which the new United States Attorney may not participate. The notification will specifically list the matters and identify the Acting United States Attorney for those matters.

Mr. Cullen will meet in person with the United States Attorney's Office ethics advisor during the first week of his service in the position of United States Attorney for the Western District of Virginia in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of his confirmation, he will document his compliance with this ethics agreement by notifying the Executive Office for United States Attorneys, General Counsel's Office, in writing when he has completed the steps described in this ethics agreement.

Mr. Cullen has been advised that this ethics agreement will be posted publicly, consistent with 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Finally, Mr. Cullen understands that as an appointee he will be required to sign the Ethics Pledge (Exec. Order No. 13770) and that he will be bound by the requirements and restrictions therein in addition to the commitments he has made in this ethics agreement.

Based on the above agreements and counseling, I am satisfied that the report presents no conflicts of interest under applicable laws and regulations and that you can so certify to the Senate Judiciary Committee.

Sincerely,

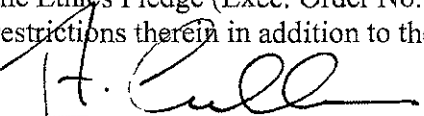
A handwritten signature in blue ink, appearing to read "Lee J. Lofthus". The signature is fluid and cursive, with the first name "Lee" and last name "Lofthus" clearly distinguishable.

Lee J. Lofthus
Assistant Attorney General
For Administration and
Designated Agency Ethics Official

Enclosure

NOMINEE STATEMENT

I have read the attached Ethics Agreement signed by Lee J. Lofthus, Assistant Attorney General for Administration and Designated Agency Ethics Official on March 6, 2018, and I agree to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in the agreement. In addition, I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order No. 13770) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.



Thomas T. Cullen

3/6/18

Date